



FRONTIER CERAMICS LIMITED

Ref. No.: FCL/301/1622/26

February 23, 2026

The General Manager,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi.

SUBJECT: **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Dear Sir,

This is to announce that the Company shall hold its Extraordinary General Meeting on Monday, March 16, 2026, at 29-Industrial Estate Jamrud Road Peshawar at 09:30am.

The Notice of Meeting is attached herewith, for your information. The Share Transfer Books of the Company will remain closed from March 10, 2026, to March 16, 2026 (both days inclusive).

Please find enclosed herewith a copy of the Notice of Extraordinary General Meeting published in "Nawa-e-Waqt" and "Daily Times" at Karachi on February 23, 2026 for your record.

Yours Sincerely,

Rehman Khan Sherwani
Company Secretary

Registered Office: 29-INDUSTRIAL ESTATE, JAMRUD ROAD, PESHAWAR, PAKISTAN.

TEL: (092-91) 5891470-79, FAX: (92-91) 5830290

Head Office: Toyota Rawal Motors Building Swan Camp, G.T Road, Rawalpindi.

Ph: 92-51-4917200 Ext: 130-220 Fax: 92-51-4917206, E-mail: info@forte.com.pk





NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General of the shareholders of Frontier Ceramics Limited will be held on Monday, March 16, 2026 at 09:30 a.m. at 29- Industrial Estate Jamrud Road, Peshawar to transact the following business:

- To confirm the minutes of last Annual General Meeting held on October 28, 2025.
- To elect seven directors as fixed by the Board of Directors in their meeting held on February 18, 2026 under section 159(1) of the Companies Act, 2017 for a period of three years commencing from March 16, 2026. The names of retiring directors are as under:
Ms. Shabina Anjum
Mr. Javid Khalid
Mr. Zia Khalid
Mr. Muhammad Nehmatullah Toor
Mr. Muhammad Riaz Khan
Mr. Omer Khalid
Ms. Numrah Khalid
- Change of the Registered Office from One Province to Another and Alteration of Memorandum of Association
To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to Section 21, 32 and other applicable provisions, if any, of the Companies Act, 2017 (including any amendments thereto or re-enactment thereof) (the "Act") read with the Companies (General Provisions and Forms) Regulations, 2018 and relevant provisions of the Articles of Association of the Company, and subject to approval of Securities and Exchange Commission of Pakistan, shifting of the registered office of the Company from one Province to another (i.e. from the jurisdiction of Registrar of Companies, Peshawar, Khyber Pakhtunkhwa) to the Province of Punjab (i.e. to the jurisdiction of Registrar of Companies, Islamabad, Capital Territory) be and is hereby approved and Clause II of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following clause:

ii. The registered office of the company will be situated in the Province of Punjab.

RESOLVED FURTHER THAT the Mr. Nadeem Khalid, Chief Executive Officer, Mr. Khawaja Mushtaq Ahmed, Chief Financial Officer and Mr. Rehman Khan Sherwani, Company Secretary, be and are hereby severally authorized to provide a Certified True Copy of this Resolution to any entity and such entity be requested to rely upon the authority of the same."

RESOLVED FURTHER THAT upon the confirmation from the Securities and Exchange Commission of Pakistan the registered office of the Company be shifted from **29-Industrial Estate, Jamrud Road, Peshawar to Toyota Rawal Motors Building, Swan Camp, GT Road, Rawalpindi**;

RESOLVED FURTHER THAT the Mr. Nadeem Khalid, Chief Executive Officer, Mr. Khawaja Mushtaq Ahmed, Chief Financial Officer and Mr. Rehman Khan Sherwani, Company Secretary, be and are hereby severally authorized to do all such act(s), deed(s), things as they may deem necessary towards undertaking the shift in the registered office of the Company;

RESOLVED FURTHER THAT the Mr. Nadeem Khalid, Chief Executive Officer, Mr. Khawaja Mushtaq Ahmed, Chief Financial Officer and Mr. Rehman Khan Sherwani, Company Secretary, be and are hereby severally authorized to provide a Certified True Copy of this Resolution to any entity and such entity be requested to rely upon the authority of the same."

Attached to this notice being sent to the members is statement under 166(3) & 134(3) of the Companies Act, 2017.

Peshawar
Dated February 23, 2026

By Order Of the Board
Rehman Khan Sherwani
Company Secretary

NOTES:

1. Book Closure:

The share transfer book of the Company will remain closed from March 10, 2026, to March 16, 2026 (both days inclusive) for determining voting rights. Transfers received at M/s. CDC Share Registrar Services Limited, CDC House, 99-B. Block "B", S.M.C.I.I.S, Shakra-e-Faisal, Karachi. Tel.: (92-21) 111-111-500; Fax: (92-21) 34326053, the independent Share Registrar of the Company by the close of business on March 09, 2026, will be treated in time to attend the meeting.

2. Election of Directors:

- Pursuant to Section 159(1) of the Companies Act, 2017, the Board of Directors has fixed the number of Directors at seven (07), to be elected in the EOGM of the Company for a period of three (03) years.
- Every candidate for the election must be a member of the company except for the person representing a member who is a non-natural person.
- Any person who seeks to contest the election for the office of director shall, whether he is a retiring director or otherwise, file the following documents/information with the Company at its registered office, no later than fourteen (14) days before the date of meeting:
 - Notice of his/her intention to offer himself/herself for election of directors in terms of Section 159(3) of the Companies Act, 2017, stating any one category in which he/she intends to be elected as required under Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
 - Consent to act as director on Appendix to Form-9 under section 167 of the Companies Act, 2017 along with an attested copy of CNIC, NTN or Passport.
 - A detailed profile of the Candidate including his/her office address for placement onto the Company's website as required under SECP's SRO 1196(1)/2019 dated October 03, 2019.
 - A declaration confirming that:
 - He/she is not ineligible to become a director of a listed company under any provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and any other applicable laws, rules and regulations.
 - He/she is aware of his/her duties, liabilities and powers under the Companies Act 2017, the Securities Act 2015, Listed Companies (Code of Corporate Governance) Regulations, 2019, Rule Book of Pakistan Stock Exchange, Memorandum and Articles of Association and all other applicable laws/rules /regulations/codes etc.
 - He/she is not a minor; neither of unsound mind nor an un-discharged insolvent.
 - He/she is borne on the register of National Taxpayers.
 - He/she has not been convicted by a court as defaulter in payment of loan to a financial institution, Development Financial Institution and Non-Banking Financial Institution.
 - He/she is not serving as director, including Alternate Director, in more than seven listed companies simultaneously.
 - Neither he/she nor his/her spouse is engaged in the business of stock brokerage.
 - Copy of valid CNIC (in case of Pakistani national) / Passport (in case of foreign national), and NIN and Folio Number/CDC Investors Account No. /CDC Sub-Account No (applicable for person filing consent for the first time). Details of Directorships and Offices held in other companies with respective dates
- Independent Directors shall be elected through the process of election of directors required under section 159 of the Companies Act, 2017. Independent Director(s) shall meet the criteria laid down in Section 166 of the Companies Act, 2017 as well as the Companies (Manner and Selection of Independent Directors) Regulations, 2018. Accordingly, the following additional documents are to be submitted by the candidates intending to contest election of directors as an Independent Director:
 - Declaration by Independent Director under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
 - Undertaking on the appropriate denomination of non-judicial stamp paper that he /she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

- A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote. Proxies in order to be effective; must be received by the Company at the Registered Office of the Company at least 48 hours before the time of the meeting.
 - The Notice of Extra Ordinary General Meeting is placed on the Company's website www.forte.com.pk in addition to its dispatch to the shareholders.
- A. For Attending the Meeting:**
- In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
 - In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.
- B. For Appointing Proxies:**
- In case of individuals, the account holder or sub-account holder and/or the person whose securities are in-group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
 - The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - Notarized attested copies of CNIC or the passport of the beneficial owners and the proxy be furnished with the proxy form
 - The proxy shall produce his/her original CNIC or original passport at the time of the meeting
 - In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

Appointment of Scrutinizer:

Securities and Exchange Commission of Pakistan (SECP) to the Listed Companies (Code of Corporate Governance) Regulations, 2019 and Companies (Postal Ballot) Regulations, 2018 through S.R.O. 454(I)/2025 and S.R.O. 453(I)/2025 In accordance with the Regulation 11 of the Regulations, the Board of the Company has appointed M/s. CDC Share Registrar Services Limited, to act as the Scrutinizer of the Company for election of Directors in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Regulations.

Procedure For E-Voting & Voting Through Postal Ballot

In accordance with the Companies (Postal Ballot) Regulations, 2018, Section 143 and 144 of the Companies Act 2017 and under Postal Ballot Regulation, 2018, latest amendments notified through SRO dated December 05, 2022, SECP has directed all listed companies to arrange for postal ballot/e-voting for the purpose of polling on Special Business/election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 (1) of the Companies Act, 2017. Accordingly, shareholders will be allowed to exercise their right to vote through postal ballot i.e. by post or e-voting, in the manner and subject to the conditions contained in the aforesaid regulations.

i. E-voting Procedure

- Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company within due course.
- The web address, login details, will be communicated to members via email.
- Identity of the members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- E-Voting lines will start from March 12, 2026, 09:00 a.m. and shall close on March 15, 2026 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote is cast by a member, he / she shall not be allowed to change it subsequently.

ii. Postal Ballot

For Voting through Postal Ballot Members may exercise their right to vote as per provisions of the Companies (Postal Ballot) Regulations, 2018. Further details in this regard will be communicated to the shareholders within legal time frame as stipulated under the said Regulations, if required. The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's Registered 29-Industrial Estate Jamrud Road, Peshawar, or email at rehman.khan@forte.com.pk one working day before the EOGM i.e. on March 14, 2026, during working hours. The signature on the ballot paper shall match with the signature on CNIC. Ballot paper for voting through post is attached herewith.

Video link facility

The SECP vide circular No. 4 of 2021 has advised to provide participation of the members through electronic means. Members interested to participate in EOGM are requested to email their Name, Folio Numbers, Number of Shares held in their name, Cell Number, CNIC Number with subject "**Registration for participation in EOGM**" and send at rehman.khan@forte.com.pk duly filled in below form.

Name of Shareholder	CNIC No.	Folio No. / CDC No.	Cell Number	Email address

Video link and login credentials shall be shared with those shareholders whose registered emails containing all the particulars are received 48 hours before March 15, 2026, by 04:30 p.m.

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF ELECTION OF DIRECTORS- ITEM NO.2:

A statement setting out all material facts with respect to the special business is furnished hereunder and annexed with the notice of EOGM:

Independent Directors required on the Board in terms of regulations of the Listed Companies (Code of Corporate Governance) Regulations, 2019 will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017 and they shall meet the criteria laid down under section 166(2) of the Act.

Names of independent Directors must be registered in the Data Bank maintained by Pakistan institute of Corporate Governance (PICG) along with their written consents.

The directors, sponsors, majority shareholder and their relatives shall not be interested, directly or indirectly, in the selection of independent directors except to the extent of shares that are held by them in the Company.

Any member who seeks to contest election of Directors shall file with the Company not later than fourteen days before the EOGM his/her intention to offer himself/herself for the election of directors in terms of section 159(3) of Companies Act, 2017 together with;

- Consent to act as Director under section 167(1) of the Companies Act, 2017 on a duly filled and signed Form 28,
- Detailed profile along with a passport size photograph and complete office address for placement onto the company website,
- Active email address and valid personal cell phone number for electronic correspondence,
- Details of holding of other offices & directorships in other companies,
- Declarations in respect of being compliant with requirements of Listed Companies (Code of Corporate Governance) Regulations, 2019 (CCGR 2019), awareness of duties, powers and responsibilities under Companies Act, 2017 (CA2017), Rulebook of Pakistan Stock Exchange Ltd., CCGR 2019, Securities Act, 2015, Memorandum and Articles of Association of the Company and other relevant law and regulations.
- Declaration in respect of eligibility criteria as set out in CA2017, to act as director of a listed company,
- Declaration of independence in terms of section 166(2) of the Companies Act, 2017, as required under CCGR 2019 (applicable for person filing consent to act as independent director of the Company).

EXPLANATORY STATEMENT PURSUANT TO SECTION 134(3) OF THE COMPANIES ACT, 2017-ITEM NO.3:

The Company was incorporated under Companies Ordinance, 1984 (now governed by Companies Act, 2017). As per Clause II of the Memorandum of Association of the Company, the registered office of the Company is situated in North West Frontier Province.

Considering the fact that the operational and business activities of the Company are undertaken from its Principal Office situated in Rawalpindi, Punjab and also that majority of the Directors of the Company are based in Rawalpindi, Punjab, it is proposed that the Registered Office of the Company be shifted to the Head Office of the Company.

Such a change would enable the Directors to guide the Company more effectively and efficiently and also result in operational convenience.

In terms of pursuant to Section 21, 32 and other applicable provisions, if any, of the Companies Act, 2017 (including any amendments thereto or re-enactment thereof) (the "Act") read with the Companies (General Provisions and Forms) Regulations, 2018 and relevant provisions of the Articles of Association of the Company made thereunder shifting of the registered office from one Province to another and alteration of the Memorandum of Association requires the approval of Members by way of Special Resolution.

After the proposal is approved by the Members, a petition is required to be made, under Companies Act, 2017, to the Securities and Exchange Commission of Pakistan for approval of the alteration to the Memorandum of Association of the Company pursuant to shift the Company's registered office from the Province of Khyber Pakhtunkhwa to Province of Punjab unless the requirement of petition has been withdrawn by the Commission by delegation of powers to concerned officers in Company Registration Office CRO. None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the Special Resolution set out at item No.3 of the notice except to the extent of their shareholding in the Company, if any. The Board recommends the resolution to the Members for their consideration and approval.



FRONTIER CERAMICS LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General of the shareholders of Frontier Ceramics Limited will be held on Monday, March 16, 2026 at 09:30 a.m. at 29- Industrial Estate Jamrud Road, Peshawar to transact the following business:

- To confirm the minutes of last Annual General Meeting held on October 28, 2025.
- To elect seven directors as fixed by the Board of Directors in their meeting held on February 18, 2026 under section 159(1) of the Companies Act, 2017 for a period of three years commencing from March 16, 2026. The names of retiring directors are as under:
Ms. Shabina Anjum
Mr. Javid Khalid
Mr. Zia Khalid
Mr. Muhammad Nehmatullah Toor
Mr. Muhammad Riaz Khan
Mr. Omer Khalid
Ms. Numrah Khalid
- Change of the Registered Office from One Province to Another and Alteration of Memorandum of Association
To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to Section 21, 32 and other applicable provisions, if any, of the Companies Act, 2017 (including any amendments thereto or re-enactment thereof) (the "Act") read with the Companies (General Provisions and Forms) Regulations, 2018 and relevant provisions of the Articles of Association of the Company, and subject to approval of Securities and Exchange Commission of Pakistan, shifting of the registered office of the Company from one Province to another (i.e. from the jurisdiction of Registrar of Companies, Peshawar, Khyber Pakhtunkhwa) to the Province of Punjab (i.e. to the jurisdiction of Registrar of Companies, Islamabad, Capital Territory) be and is hereby approved and Clause II of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following clause:

ii. The registered office of the company will be situated in the Province of Punjab.

RESOLVED FURTHER THAT the Mr. Nadeem Khalid, Chief Executive Officer, Mr. Khawaja Mushtaq Ahmed, Chief Financial Officer and Mr. Rehman Khan Sherwani, Company Secretary, be and are hereby severally authorized to provide a Certified True Copy of this Resolution to any entity and such entity be requested to rely upon the authority of the same."

RESOLVED FURTHER THAT upon the confirmation from the Securities and Exchange Commission of Pakistan the registered office of the Company be shifted from **29-Industrial Estate, Jamrud Road, Peshawar to Toyota Rawal Motors Building, Swan Camp, GT Road, Rawalpindi**;

RESOLVED FURTHER THAT the Mr. Nadeem Khalid, Chief Executive Officer, Mr. Khawaja Mushtaq Ahmed, Chief Financial Officer and Mr. Rehman Khan Sherwani, Company Secretary, be and are hereby severally authorized to do all such act(s), deed(s), things as they may deem necessary towards undertaking the shift in the registered office of the Company;

RESOLVED FURTHER THAT the Mr. Nadeem Khalid, Chief Executive Officer, Mr. Khawaja Mushtaq Ahmed, Chief Financial Officer and Mr. Rehman Khan Sherwani, Company Secretary, be and are hereby severally authorized to provide a Certified True Copy of this Resolution to any entity and such entity be requested to rely upon the authority of the same."

Attached to this notice being sent to the members is statement under 166(3) & 134(3) of the Companies Act, 2017.

Peshawar
Dated February 23, 2026

By Order Of the Board
Rehman Khan Sherwani
Company Secretary

NOTES:

- Book Closure:**
The share transfer book of the Company will remain closed from March 10, 2026, to March 16, 2026 (both days inclusive) for determining voting rights. Transfers received at M/s. CDC Share Registrar Services Limited, CDC House, 99-B. Block "B", S.M.C.I.I.S, Shakra-e-Faisal, Karachi. Tel.: (92-21) 111-111-500; Fax: (92-21) 34326053, the independent Share Registrar of the Company by the close of business on March 09, 2026, will be treated in time to attend the meeting.
- Election of Directors:**
 - Pursuant to Section 159(1) of the Companies Act, 2017, the Board of Directors has fixed the number of Directors at seven (07), to be elected in the EOGM of the Company for a period of three (03) years.
 - Every candidate for the election must be a member of the company except for the person representing a member who is a non-natural person.
 - Any person who seeks to contest the election for the office of director shall, whether he is a retiring director or otherwise, file the following documents/information with the Company at its registered office, no later than fourteen (14) days before the date of meeting:
 - Notice of his/her intention to offer himself/herself for election of directors in terms of Section 159(3) of the Companies Act, 2017, stating any one category in which he/she intends to be elected as required under Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
 - Consent to act as director on Appendix to Form-9 under section 167 of the Companies Act, 2017 along with an attested copy of CNIC, NTN or Passport.
 - A detailed profile of the Candidate including his/her office address for placement onto the Company's website as required under SECP's SRO 1196(1)/2019 dated October 03, 2019.
 - A declaration confirming that:
 - He/she is not ineligible to become a director of a listed company under any provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and any other applicable laws, rules and regulations.
 - He/she is aware of his/her duties, liabilities and powers under the Companies Act 2017, the Securities Act 2015, Listed Companies (Code of Corporate Governance) Regulations, 2019, Rule Book of Pakistan Stock Exchange, Memorandum and Articles of Association and all other applicable laws/rules /regulations/codes etc.
 - He/she is not a minor; neither of unsound mind nor an un-discharged insolvent.
 - He/she is borne on the register of National Taxpayers.
 - He/she has not been convicted by a court as defaulter in payment of loan to a financial institution, Development Financial Institution and Non-Banking Financial Institution.
 - He/she is not serving as director, including Alternate Director, in more than seven listed companies simultaneously.
 - Neither he/she nor his/her spouse is engaged in the business of stock brokerage.
 - Copy of valid CNIC (in case of Pakistani national) / Passport (in case of foreign national), and NIN and Folio Number/CDC Investors Account No. /CDC Sub-Account No (applicable for person filing consent for the first time). Details of Directorships and Offices held in other companies with respective dates
 - Independent Directors shall be elected through the process of election of directors required under section 159 of the Companies Act, 2017. Independent Director(s) shall meet the criteria laid down in Section 166 of the Companies Act, 2017 as well as the Companies (Manner and Selection of Independent Directors) Regulations, 2018. Accordingly, the following additional documents are to be submitted by the candidates intending to contest election of directors as an Independent Director:
 - Declaration by Independent Director under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
 - Undertaking on the appropriate denomination of non-judicial stamp paper that he /she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

- A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote. Proxies in order to be effective; must be received by the Company at the Registered Office of the Company at least 48 hours before the time of the meeting.
- The Notice of Extra Ordinary General Meeting is placed on the Company's website www.forte.com.pk in addition to its dispatch to the shareholders.
- For Attending the Meeting:**
 - In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
 - In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.
- For Appointing Proxies:**
 - In case of individuals, the account holder or sub-account holder and/or the person whose securities are in-group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
 - The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - Notarized attested copies of CNIC or the passport of the beneficial owners and the proxy be furnished with the proxy form
 - The proxy shall produce his/her original CNIC or original passport at the time of the meeting
 - In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

Appointment of Scrutinizer:
Securities and Exchange Commission of Pakistan (SECP) to the Listed Companies (Code of Corporate Governance) Regulations, 2019 and Companies (Postal Ballot) Regulations, 2018 through S.R.O. 454(I)/2025 and S.R.O. 453(I)/2025 In accordance with the Regulation 11 of the Regulations, the Board of the Company has appointed M/s. CDC Share Registrar Services Limited, to act as the Scrutinizer of the Company for election of Directors in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Regulations.

Procedure For E-Voting & Voting Through Postal Ballot
In accordance with the Companies (Postal Ballot) Regulations, 2018, Section 143 and 144 of the Companies Act 2017 and under Postal Ballot Regulation, 2018, latest amendments notified through SRO dated December 05, 2022, SECP has directed all listed companies to arrange for postal ballot/e-voting for the purpose of polling on Special Business/election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 (1) of the Companies Act, 2017. Accordingly, shareholders will be allowed to exercise their right to vote through postal ballot i.e. by post or e-voting, in the manner and subject to the conditions contained in the aforesaid regulations.

- E-voting Procedure**
 - Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company within due course.
 - The web address, login details, will be communicated to members via email.
 - Identity of the members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
 - E-Voting lines will start from March 12, 2026, 09:00 a.m. and shall close on March 15, 2026 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote is cast by a member, he / she shall not be allowed to change it subsequently.
- Postal Ballot**

For Voting through Postal Ballot Members may exercise their right to vote as per provisions of the Companies (Postal Ballot) Regulations, 2018. Further details in this regard will be communicated to the shareholders within legal time frame as stipulated under the said Regulations, if required.
The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Company's Registered 29-Industrial Estate Jamrud Road, Peshawar, or email at rehman.khan@forte.com.pk one working day before the EOGM i.e. on March 14, 2026, during working hours. The signature on the ballot paper shall match with the signature on CNIC. Ballot paper for voting through post is attached herewith.

Video link facility
The SECP vide circular No. 4 of 2021 has advised to provide participation of the members through electronic means. Members interested to participate in EOGM are requested to email their Name, Folio Numbers, Number of Shares held in their name, Cell Number, CNIC Number with subject "**Registration for participation in EOGM**" and send at rehman.khan@forte.com.pk duly filled in below form.

Name of Shareholder	CNIC No.	Folio No. / CDC No.	Cell Number	Email address

Video link and login credentials shall be shared with those shareholders whose registered emails containing all the particulars are received 48 hours before March 15, 2026, by 04:30 p.m.

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF ELECTION OF DIRECTORS- ITEM NO.2:

A statement setting out all material facts with respect to the special business is furnished hereunder and annexed with the notice of EOGM:
Independent Directors required on the Board in terms of regulations of the Listed Companies (Code of Corporate Governance) Regulations, 2019 will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017 and they shall meet the criteria laid down under section 166(2) of the Act.

Names of independent Directors must be registered in the Data Bank maintained by Pakistan institute of Corporate Governance (PICG) along with their written consents.

The directors, sponsors, majority shareholder and their relatives shall not be interested, directly or indirectly, in the selection of independent directors except to the extent of shares that are held by them in the Company.

Any member who seeks to contest election of Directors shall file with the Company not later than fourteen days before the EOGM his/her intention to offer himself/herself for the election of directors in terms of section 159(3) of Companies Act, 2017 together with;

- Consent to act as Director under section 167(1) of the Companies Act, 2017 on a duly filled and signed Form 28,
- Detailed profile along with a passport size photograph and complete office address for placement onto the company website,
- Active email address and valid personal cell phone number for electronic correspondence,
- Details of holding of other offices & directorships in other companies,
- Declarations in respect of being compliant with requirements of Listed Companies (Code of Corporate Governance) Regulations, 2019 (CCGR 2019), awareness of duties, powers and responsibilities under Companies Act, 2017 (CA2017), Rulebook of Pakistan Stock Exchange Ltd., CCGR 2019, Securities Act, 2015, Memorandum and Articles of Association of the Company and other relevant law and regulations.
- Declaration in respect of eligibility criteria as set out in CA2017, to act as director of a listed company,
- Declaration of independence in terms of section 166(2) of the Companies Act, 2017, as required under CCGR 2019 (applicable for person filing consent to act as independent director of the Company).

EXPLANATORY STATEMENT PURSUANT TO SECTION 134(3) OF THE COMPANIES ACT, 2017-ITEM NO.3:

The Company was incorporated under Companies Ordinance, 1984 (now governed by Companies Act, 2017). As per Clause II of the Memorandum of Association of the Company, the registered office of the Company is situated in North West Frontier Province.

Considering the fact that the operational and business activities of the Company are undertaken from its Principal Office situated in Rawalpindi, Punjab and also that majority of the Directors of the Company are based in Rawalpindi, Punjab, it is proposed that the Registered Office of the Company be shifted to the Head Office of the Company.

Such a change would enable the Directors to guide the Company more effectively and efficiently and also result in operational convenience.

In terms of pursuant to Section 21, 32 and other applicable provisions, if any, of the Companies Act, 2017 (including any amendments thereto or re-enactment thereof) (the "Act") read with the Companies (General Provisions and Forms) Regulations, 2018 and relevant provisions of the Articles of Association of the Company made thereunder shifting of the registered office from one Province to another and alteration of the Memorandum of Association requires the approval of Members by way of Special Resolution.

After the proposal is approved by the members, a petition is required to be made, under Companies Act, 2017, to the Securities and Exchange Commission of Pakistan for approval of the alteration to the Memorandum of Association of the Company pursuant to shift the Company's registered office from the Province of Khyber Pakhtunkhwa to Province of Punjab unless the requirement of petition has been withdrawn by the Commission by delegation of powers to concerned officers in Company Registration Office CRO. None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the Special Resolution set out at item No.3 of the notice except to the extent of their shareholding in the Company, if any. The Board recommends the resolution to the Members for their consideration and approval.

